

JOSEPH C. GRATZ (CA SBN 240676)
JGratz@mofo.com
TIFFANY CHEUNG (CA SBN 211497)
TCheung@mofo.com
VERA RANIERI (CA SBN 271594)
VRanieri@mofo.com
JOYCE C. LI (CA SBN 323820)
JoyceLi@mofo.com
MELODY ELLEN WONG (CA SBN 341494)
MelodyWong@mofo.com
MORRISON & FOERSTER LLP
425 Market Street,
San Francisco, California 94105-2482
Telephone: (415) 268-7000
Facsimile: (415) 268-7522
[CAPTION CONTINUED ON NEXT PAGE]

Attorneys for Defendants OPENAI, INC., OPENAI, L.P., OPENAI
OPCO, L.L.C., OPENAI GP, L.L.C., OPENAI STARTUP FUND GP I,
L.L.C., OPENAI STARTUP FUND I, L.P., OPENAI STARTUP
FUND MANAGEMENT, LLC, OPENAI, L.L.C., OPENAI GLOBAL,
LLC, OAI CORPORATION, OPENAI HOLDINGS, LLC, OPENAI
HOLDCO, LLC, OPENAI STARTUP FUND SPV I, L.P., and
OPENAI STARTUP FUND SPV GP I, L.L.C.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

J. DOE 1, et al.,

Plaintiffs,

v.

GITHUB, INC., a Delaware corporation;
MICROSOFT CORPORATION, a Washington
corporation; OPENAI, INC., a Delaware
nonprofit corporation; OPENAI, L.P., a
Delaware limited partnership; OPENAI OPCO,
L.L.C., a Delaware limited liability company;
OPENAI GP, L.L.C., a Delaware limited
liability company; OPENAI STARTUP FUND
GP I, L.L.C., a Delaware limited liability
company; OPENAI STARTUP FUND I, L.P., a
Delaware limited partnership; OPENAI
STARTUP FUND MANAGEMENT, LLC, a
Delaware limited liability company,

Defendants.

Case No. 4:22-cv-06823-JST
Case No. 4:22-cv-07074-JST

Hon. Jon S. Tigar

CLASS ACTION

**DECLARATION OF JOSEPH C.
GRATZ IN SUPPORT OF
DEFENDANTS OPENAI, INC.,
OPENAI, L.P., OPENAI OPCO, L.L.C.,
OPENAI GP, L.L.C., OPENAI
STARTUP FUND GP I, L.L.C., OPENAI
STARTUP FUND I, L.P., AND OPENAI
STARTUP FUND MANAGEMENT,
LLC'S OPPOSITION TO PLAINTIFFS'
MOTION TO CERTIFY THE COURT'S
JUNE 24, 2024 ORDER FOR
INTERLOCUTORY APPEAL
PURSUANT TO 28 U.S.C. § 1292(B)**

1 In ALLYSON R. BENNETT (CA SBN 302090)
ABennett@mofo.com

2 ROSE S. LEE (CA SBN 294658)
RoseLee@mofo.com

3 ALEXANDRA M. WARD (CA SBN 318042)
AlexandraWard@mofo.com

4 MORRISON & FOERSTER LLP
707 Wilshire Boulevard
5 Los Angeles, California 90017-3543
Telephone: (213) 892-5200
6 Facsimile: (213) 892-5454

7 MAX I. LEVY (CA SBN 346289)
MLevy@mofo.com

8 MORRISON & FOERSTER LLP
755 Page Mill Road
9 Palo Alto, California 94304-1018
Telephone: (650) 813-5600
10 Facsimile: (650) 494-0792

11 ERIC K. NIKOLAIDES (*pro hac vice*)
ENikolaides@mofo.com

12 MORRISON & FOERSTER LLP
250 West 55th Street
13 New York, New York 10019-9601
Telephone: (212) 468-8000
14 Facsimile: (212) 468-7900

1 I, Joseph Gratz, declare as follows:

2 1. I am a partner in the law firm of Morrison & Foerster LLP and counsel of record
3 for Defendants in this matter. I am a member of good standing in the Bar of the State of
4 California, and I am admitted to practice before this Court. I have personal knowledge of the
5 matters set forth in this declaration and, if called upon to do so, I would testify competently to
6 them.

7 2. Attached hereto as **Exhibit A** is a true and correct excerpt of correspondence from
8 William W. Castillo Guardado to Joseph Gratz, dated June 25, 2024.

9
10 Executed on August 21, 2024, in San Francisco, California

11
12 /s/ Joseph C. Gratz
13 Joseph C. Gratz
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28